

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**MONTHLY FEE STATEMENT OF PRIME CLERK LLC, AS
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR THE
PERIOD FROM SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative agent to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation and reimbursement for reasonable and necessary fees and expenses incurred for the period from

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovol Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

September 1, 2019 through September 30, 2019 (the “**Statement Period**”). In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 796] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an amount equal to \$56,787.85 and payment of \$45,430.28, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$1,174.35. In support of the Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Agent Services to:	Debtors and Debtors in Possession
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	September 1, 2019 through September 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$56,787.85 ²
80% of compensation sought as actual, reasonable and necessary:	\$45,430.28
Amount of expense reimbursement sought as actual, reasonable and necessary	\$1,174.35

² In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement to which no Objection (as defined in the Compensation Order) has been served.

Prior Monthly Statements

Date Filed; Docket No.	Period Covered	Requested		Approved		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55	\$0.00	\$6,493.55	\$0.00	N/A
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55	\$0.00	\$2,223.55	\$0.00	N/A
6/28/18; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85	\$0.00	\$14,577.85	\$0.00	N/A
7/30/19; Docket No. 4654	6/1/19 – 6/30/19	\$8,266.65	\$0.00	\$8,266.65	\$0.00	N/A
8/30/19; Docket No. 5039	7/1/19 – 7/31/19	\$207,219.25 (payment of 80% or \$165,775.40)	\$1,149.47	\$165,775.40 (80% of \$207,219.25)	\$1,149.47	\$41,443.85
9/27/19; Docket No. 5245	8/1/19 – 8/31/19	\$150,629.50 (payment of 80% or \$120,503.60)	\$2,160.76	\$120,503.60 (80% of \$150,629.50)	\$2,160.76	\$30,125.90

Prior Interim Applications

Date Filed; Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
4/15/19; Docket No. 3196	10/15/18 – 2/28/19	\$981.75	\$0.00	\$981.75	\$0.00
8/14/19; Docket No. 4840	3/1/19 – 6/30/19	\$30,579.85	\$0.00	\$30,579.85	\$0.00
Total		\$31,561.60	\$0.00	\$31,561.60	\$ 0.00

Summary of Hours Billed by Prime Clerk Employees During the Statement Period

Employee Name	Title	Total Hours	Rate	Total
Johnson, Craig	Director of Solicitation	42.60	\$240.00	\$10,224.00
Pullo, Christina	Director of Solicitation	1.00	\$240.00	\$240.00
Adler, Adam M	Director	0.20	\$220.00	\$44.00
Jaffar, Amrita C	Director	0.80	\$220.00	\$176.00
Weiner, Shira D	Director	1.30	\$220.00	\$286.00
Allen, Richard M	Director	0.40	\$210.00	\$84.00
Brito, Joshua J	Solicitation Consultant	18.00	\$215.00	\$3,870.00
Brown, Mark M	Solicitation Consultant	26.60	\$215.00	\$5,719.00
Chan, Anita	Solicitation Consultant	1.20	\$215.00	\$258.00
Crowell, Messiah L	Solicitation Consultant	1.90	\$215.00	\$408.50
De Souza, Delicia	Solicitation Consultant	0.50	\$215.00	\$107.50
DePalma, Greg R	Solicitation Consultant	14.80	\$215.00	\$3,182.00
Diaz, Melissa	Solicitation Consultant	6.20	\$215.00	\$1,333.00
Grant, Nikeisha Ann-Marie	Solicitation Consultant	1.00	\$215.00	\$215.00
Jadonath, Anna	Solicitation Consultant	2.40	\$215.00	\$516.00
Kaufman, Craig M	Solicitation Consultant	1.10	\$215.00	\$236.50
Kesler, Stanislav	Solicitation Consultant	142.30	\$215.00	\$30,594.50
Liu, Calvin L	Solicitation Consultant	73.80	\$215.00	\$15,867.00
Lonergan, Senan L	Solicitation Consultant	1.80	\$215.00	\$387.00
Nnani, Obinna I	Solicitation Consultant	0.80	\$215.00	\$172.00
Orchowski, Alex T	Solicitation Consultant	14.70	\$215.00	\$3,160.50
Pierce, Adrian J	Solicitation Consultant	0.80	\$215.00	\$172.00
Taatjes, Hayden S	Solicitation Consultant	1.80	\$215.00	\$387.00
Taveras, Neurys Gricelyn	Solicitation Consultant	0.80	\$215.00	\$172.00
Vyskocil, Ryan J	Solicitation Consultant	1.00	\$215.00	\$215.00
Walsh, Mike P	Solicitation Consultant	0.30	\$215.00	\$64.50
Yan, Raymond	Solicitation Consultant	0.30	\$215.00	\$64.50
Ye, Jing Wei	Solicitation Consultant	0.50	\$215.00	\$107.50
Zambrano, Jose Brian	Solicitation Consultant	12.20	\$215.00	\$2,623.00
Senecal, Brian A	Technology Consultant	0.20	\$70.00	\$14.00
Lim, Rachel	Technology Consultant	2.60	\$55.00	\$143.00
Singh, Kevin	Technology Consultant	1.50	\$55.00	\$82.50
	TOTAL	375.40		\$81,125.50³
	BLENDDED RATE		\$216.10	

³ This amount has been discounted to \$56,787.85 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$151.27.

Summary of Fees Billed by Subject Matter During the Statement Period

Matter Description	Total Hours	Total
Ballots	220.10	\$46,636.50
Call Center / Credit Inquiry	8.40	\$1,806.00
Disbursements	17.00	\$3,817.00
Retention / Fee Application	1.50	\$330.00
Solicitation	128.40	\$28,536.00
TOTAL	375.40	\$81,125.50⁴

Summary of Expenses Incurred by Prime Clerk Employee During the Statement Period

Description	Total
After Hours Transportation	\$914.35
Overtime Meals	\$260.00
TOTAL	\$1,174.35

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⁴ This amount has been discounted to \$56,787.85 in accordance with the terms of Prime Clerk's retention.

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and the Local Bankruptcy Rules.

Background

2. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Prime Clerk

3. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

4. Prime Clerk submits this Statement in accordance with the Compensation Order.

All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

5. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$56,787.85 and payment of \$45,430.28, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$1,174.35.

6. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. In that regard, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type of expenses incurred. **Exhibit B** hereto sets forth the type of expenses incurred by each Prime Clerk employee during the Statement Period, if any. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

7. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

Notice

8. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

9. WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$56,787.85 and payment of \$45,430.28, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$1,174.35.

Dated: October 30, 2019
New York, New York

Prime Clerk LLC

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165
Telephone: (212) 257-5450
Email: sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail



One Grand Central Place
60 East 42nd Street, Suite 1440
New York, NY 10165

primeclerk.com

Hourly Fees by Employee through September 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RLI	Lim, Rachel	TC - Technology Consultant	2.60	\$55.00	\$143.00
KS	Singh, Kevin	TC - Technology Consultant	1.50	\$55.00	\$82.50
BAS	Senecal, Brian A	TC - Technology Consultant	0.20	\$70.00	\$14.00
RMA	Allen, Richard M	DI - Director	0.40	\$210.00	\$84.00
JJB	Brito, Joshua J	SA - Solicitation Consultant	18.00	\$215.00	\$3,870.00
MMB	Brown, Mark M	SA - Solicitation Consultant	26.60	\$215.00	\$5,719.00
ACC	Chan, Anita	SA - Solicitation Consultant	1.20	\$215.00	\$258.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	1.90	\$215.00	\$408.50
DDS	De Souza, Delicia	SA - Solicitation Consultant	0.50	\$215.00	\$107.50
GRD	DePalma, Greg R	SA - Solicitation Consultant	14.80	\$215.00	\$3,182.00
MMD	Diaz, Melissa	SA - Solicitation Consultant	6.20	\$215.00	\$1,333.00
NAMG	Grant, Nikeisha Ann-Marie	SA - Solicitation Consultant	1.00	\$215.00	\$215.00
AJAD	Jadonath, Anna	SA - Solicitation Consultant	2.40	\$215.00	\$516.00
CMKK	Kaufman, Craig M	SA - Solicitation Consultant	1.10	\$215.00	\$236.50
STK	Kesler, Stanislav	SA - Solicitation Consultant	142.30	\$215.00	\$30,594.50
CLL	Liu, Calvin L	SA - Solicitation Consultant	73.80	\$215.00	\$15,867.00
SLL	Lonergan, Senan L	SA - Solicitation Consultant	1.80	\$215.00	\$387.00
OIN	Nnani, Obinna I	SA - Solicitation Consultant	0.80	\$215.00	\$172.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	14.70	\$215.00	\$3,160.50
AJP	Pierce, Adrian J	SA - Solicitation Consultant	0.80	\$215.00	\$172.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	1.80	\$215.00	\$387.00
NGT	Taveras, Neurys Gricelyn	SA - Solicitation Consultant	0.80	\$215.00	\$172.00
RJV	Vyskocil, Ryan J	SA - Solicitation Consultant	1.00	\$215.00	\$215.00
MPW	Walsh, Mike P	SA - Solicitation Consultant	0.30	\$215.00	\$64.50
RY	Yan, Raymond	SA - Solicitation Consultant	0.30	\$215.00	\$64.50

Sears Holdings Corporation

Page 2

Invoice #: 10665

JWY	Ye, Jing Wei	SA - Solicitation Consultant	0.50	\$215.00	\$107.50
JBZ	Zambrano, Jose Brian	SA - Solicitation Consultant	12.20	\$215.00	\$2,623.00
AMA	Adler, Adam M	DI - Director	0.20	\$220.00	\$44.00
ACJ	Jaffar, Amrita C	DI - Director	0.80	\$220.00	\$176.00
SW	Weiner, Shira D	DI - Director	1.30	\$220.00	\$286.00
CJ	Johnson, Craig	DS - Director of Solicitation	42.60	\$240.00	\$10,224.00
CP	Pullo, Christina	DS - Director of Solicitation	1.00	\$240.00	\$240.00
			TOTAL:	375.40	\$81,125.50

Hourly Fees by Task Code through September 2019

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	220.10	\$46,636.50
CORP	Corporate Actions	17.00	\$3,817.00
INQR	Call Center / Credit Inquiry	8.40	\$1,806.00
RETN	Retention / Fee Application	1.50	\$330.00
SOLI	Solicitation	128.40	\$28,536.00
			TOTAL: 375.40 \$81,125.50

Time Detail

Date	Emp	Title	Description	Task	Hours
09/02/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	0.50
09/03/19	ATO	SA	Update solicitation team task tracker	Solicitation	0.10
09/03/19	ATO	SA	Quality assurance review of incoming ballots	Ballots	1.40
09/03/19	BAS	TC	Technical support for updating ballot information	Ballots	0.20
09/03/19	CJ	DS	Prepare for, participate in, and conduct follow up on communications with P. Van Groll (Weil) on tabulation of master ballots	Solicitation	0.60
09/03/19	CJ	DS	Prepare, review, and report alternate voting results at request of P. Van Groll (Weil)	Solicitation	0.70
09/03/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	1.10
09/03/19	CLL	SA	Respond to nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.80
09/03/19	CLL	SA	Review and analyze incoming ballots for validity	Ballots	2.60
09/03/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	5.60
09/03/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	1.60
09/03/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.80
09/03/19	MLC	SA	Review and analyze incoming ballots for validity	Ballots	1.20
09/03/19	MMB	SA	Respond to creditor inquiries related to Plan distributions	Call Center / Credit Inquiry	0.30
09/03/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.40
09/03/19	RJV	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	1.00
09/03/19	RLI	TC	Technical support for processing electronically filed ballots	Ballots	0.60
09/03/19	RLI	TC	Technical support for processing ballots	Ballots	0.60
09/03/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.70
09/03/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	2.80
09/03/19	STK	SA	Update master ballot database	Ballots	2.80
09/04/19	ATO	SA	Update solicitation team task tracker	Solicitation	0.10
09/04/19	ATO	SA	Quality assurance review of incoming ballots	Ballots	0.30
09/04/19	CJ	DS	Conduct quality assurance review of tabulation rules and results	Solicitation	0.80
09/04/19	CJ	DS	Prepare for and supervise the creation of various voting reports (including consolidated and unconsolidated reports) at counsel's request	Solicitation	1.10
09/04/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with S. Kesler (Prime Clerk) and P. DiDonato (Weil) to	Solicitation	0.40

Sears Holdings Corporation

Page 4

Invoice #: 10665

			discuss tabulation and reporting voting results		
09/04/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.80
09/04/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	2.20
09/04/19	SLL	SA	Respond to creditor inquiries related to distributions	Call Center / Credit Inquiry	1.80
09/04/19	STK	SA	Prepare for, participate in, and conduct follow up on call with C. Johnson (Prime Clerk) and P.DiDonato (Weil) re discuss tabulation and reporting voting results	Solicitation	0.40
09/04/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	3.50
09/04/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.20
09/04/19	STK	SA	Update master ballot database	Ballots	0.50
09/04/19	STK	SA	Review and respond to inquiry from Paloma Van Groll (Weil) related to sears voting report	Solicitation	2.60
09/04/19	STK	SA	Review and respond to inquiry from Phil DiDonatio (Weil) related to voting/release questions	Solicitation	3.00
09/05/19	CJ	DS	Prepare for, participate in, and conduct follow up on e-mails to the Weil Team (S. Singh, P. Van Groll and N. Hwangpo) with questions about vote reporting and format of tabulation results	Solicitation	0.40
09/05/19	CJ	DS	Prepare for, participate in, and conduct follow up on meetings with S. Kesler (Prime Clerk) on vote reporting and format of tabulation results	Solicitation	0.40
09/05/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	0.90
09/05/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	1.20
09/05/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.70
09/05/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
09/05/19	STK	SA	Prepare for, participate in, and conduct follow up on meetings with C. Johnson (Prime Clerk) re vote reporting and format of tabulation results	Solicitation	0.40
09/05/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	3.30
09/05/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	1.20
09/05/19	STK	SA	Update master ballot database	Ballots	3.30
09/06/19	CJ	DS	Conduct quality assurance review of tabulation	Solicitation	1.10
09/06/19	CJ	DS	Coordinate with S. Kesler (Prime Clerk) on preparing the final voting reports as well as responding to Weil's requests for additional reporting and conduct the necessary follow-up	Solicitation	0.50
09/06/19	CJ	DS	Prepare and submit e-mail to M-III team (J. Boffi) for approval of tabulation factors	Solicitation	0.40
09/06/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	8.90
09/06/19	CLL	SA	Review tabulation rules in connection with ballot tabulation	Solicitation	0.90
09/06/19	GRD	SA	Quality assurance review of incoming ballots	Ballots	4.80
09/06/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.90

Sears Holdings Corporation

Page 5

Invoice #: 10665

09/06/19	KS	TC	Technical support for processing ballots	Ballots	0.70
09/06/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	2.60
09/06/19	MMB	SA	Respond to creditor inquiries related to Plan distributions	Call Center / Credit Inquiry	0.20
09/06/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	1.10
09/06/19	RLI	TC	Technical support for processing ballots	Ballots	0.80
09/06/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	2.40
09/06/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	3.50
09/06/19	STK	SA	Update master ballot database	Ballots	2.10
09/06/19	STK	SA	Review and respond to inquiry from Paloma Van Groll (Weil) related to sears voting report	Solicitation	4.50
09/07/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	3.00
09/07/19	STK	SA	Update master ballot database	Ballots	3.00
09/08/19	CJ	DS	Prepare for, respond to, and conduct follow-up on e-mail from P. Van Groll (Weil) re: tabulation	Solicitation	0.20
09/08/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	0.50
09/08/19	STK	SA	Update master ballot database	Ballots	1.00
09/09/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.20
09/09/19	CJ	DS	Follow up with M-III Partners (J. Boffi) for approval of factor used in the tabulation of the noteholder claims	Solicitation	0.20
09/09/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with S. Kesler (Prime Clerk) and P. Van Groll (Weil) to discuss different (hypothetical) tabulation scenarios	Solicitation	0.60
09/09/19	CJ	DS	Review tabulation reports submitted to counsel	Solicitation	0.60
09/09/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	10.50
09/09/19	CLL	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.50
09/09/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.50
09/09/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	2.20
09/09/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	10.90
09/09/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.50
09/09/19	MPW	SA	Review and analyze incoming ballots for validity	Ballots	0.20
09/09/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	6.00
09/09/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	4.30
09/09/19	STK	SA	Update master ballot database	Ballots	3.90
09/09/19	STK	SA	Review and respond to inquiry from P. Wan Groll (Weil) related to solicitation and voting reports	Solicitation	4.80
09/10/19	AJAD	SA	Review and analyze incoming ballots for validity	Ballots	1.00
09/10/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.20
09/10/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call	Solicitation	0.30

Sears Holdings Corporation

Page 6

Invoice #: 10665

			with J. Boffi (M-III Partners) to discuss factor used in tabulation of notes		
09/10/19	CJ	DS	Prepare for, participate in, and conduct follow-up on calls with P. Van Groll (Weil) to answer tabulation questions	Solicitation	0.70
09/10/19	CJ	DS	Prepare for, participate in, and conduct follow-up on conference calls with P. Van Groll (Weil) and S. Kesler (Prime Clerk) to discuss format of voting reporting and reply to questions about tabulation	Solicitation	0.60
09/10/19	CJ	DS	Review and conduct quality assurance check of ballot tabulation	Solicitation	2.10
09/10/19	CJ	DS	Review and revise draft voting declaration	Solicitation	0.80
09/10/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	5.00
09/10/19	CLL	SA	Update master ballot database	Ballots	11.30
09/10/19	CP	DS	Coordinate with C. Johnson, S. Kesler (Prime Clerk) regarding vote tabulation	Solicitation	0.30
09/10/19	GRD	SA	Review and analyze incoming ballots for validity	Ballots	2.80
09/10/19	HST	SA	Quality assurance review of incoming ballots	Ballots	1.80
09/10/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.50
09/10/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.90
09/10/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	9.70
09/10/19	MMB	SA	Respond to creditor inquiry related to Plan distributions	Call Center / Credit Inquiry	0.10
09/10/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
09/10/19	STK	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	1.90
09/10/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	4.40
09/10/19	STK	SA	Prepare vote declaration	Solicitation	8.00
09/10/19	STK	SA	Update master ballot database	Ballots	4.00
09/10/19	STK	SA	Review and respond to inquiry from P. DiDonatio (Weil) related to opt out and voting report	Corporate Actions	2.40
09/11/19	AJAD	SA	Review and analyze incoming ballots for validity	Ballots	0.60
09/11/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.10
09/11/19	ATO	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	7.20
09/11/19	ATO	SA	Process incoming ballots	Ballots	0.20
09/11/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with P. DiDonato (Weil) and S. Kesler (Prime Clerk) on additional exhibits to voting declaration	Solicitation	0.40
09/11/19	CJ	DS	Review and edit draft voting declaration	Solicitation	0.80
09/11/19	CJ	DS	Supervise tabulation and quality assurance checks of the vote	Solicitation	2.10
09/11/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	4.00
09/11/19	CLL	SA	Quality assurance review of incoming master ballots	Ballots	5.30

Sears Holdings Corporation

Page 7

Invoice #: 10665

09/11/19	CP	DS	Coordinate with Prime Clerk case team regarding proposed changes to vote declaration	Solicitation	0.10
09/11/19	GRD	SA	Review and analyze incoming ballots for validity	Ballots	1.60
09/11/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.30
09/11/19	MMB	SA	Quality assurance review of incoming ballots	Ballots	2.80
09/11/19	STK	SA	Prepare vote declaration	Solicitation	5.00
09/11/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	3.00
09/11/19	STK	SA	Update master ballot database	Ballots	3.40
09/11/19	STK	SA	Review and respond to inquiry from P. DiDonato (Weil) related to opt out and voting report	Corporate Actions	0.60
09/12/19	ATO	SA	Create and format preliminary voting report for circulation to case professionals	Solicitation	5.40
09/12/19	CJ	DS	Prepare for, participate in, and conduct follow-up on meetings with S. Kesler (Prime Clerk) re: finalizing voting reports as requested by counsel and/or to be used as exhibits to the voting declaration	Solicitation	1.20
09/12/19	CJ	DS	Prepare for, participate in, and conduct follow-up on meetings with S. Kesler, A. Orchowski, and C. Liu (Prime Clerk) re: finalizing voting reports	Solicitation	0.70
09/12/19	CJ	DS	Prepare for, participate in, and conduct follow-up on phone calls with S. Kesler re: finalizing voting reports and voting declaration	Solicitation	0.60
09/12/19	CJ	DS	Review and revise voting declaration	Solicitation	0.90
09/12/19	CJ	DS	Review invalid ballots and draft notes for excluded ballot report	Solicitation	1.10
09/12/19	CJ	DS	Review, revise, and conduct quality assurance checks of various tabulations and voting reports requested by counsel	Solicitation	3.10
09/12/19	CLL	SA	Quality assurance review of incoming ballots	Ballots	4.70
09/12/19	CLL	SA	Quality assurance review of incoming master ballots	Ballots	4.70
09/12/19	CLL	SA	Prepare vote declaration exhibits	Solicitation	3.00
09/12/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.60
09/12/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.70
09/12/19	KS	TC	Technical support for processing ballots	Ballots	0.80
09/12/19	MLC	SA	Review and analyze incoming ballots for validity	Ballots	0.70
09/12/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
09/12/19	MPW	SA	Review and analyze incoming ballots for validity	Ballots	0.10
09/12/19	NGT	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.80
09/12/19	OIN	SA	Coordinate and process incoming electronic ballots in connection with audit of same	Ballots	0.80
09/12/19	RLI	TC	Technical support for processing ballots	Ballots	0.60
09/12/19	STK	SA	Prepare vote declaration	Solicitation	1.50
09/12/19	STK	SA	Prepare for, participate in, and conduct follow-up on phone calls with C. Johnson re: finalizing voting reports and voting	Solicitation	0.60

Sears Holdings Corporation

Page 8

Invoice #: 10665

			declaration		
09/12/19	STK	SA	Prepare for, participate in, and conduct follow-up on meetings with C. Johnson, A. Orchowski, and C. Liu (Prime Clerk) re: finalizing voting	Solicitation	0.70
09/12/19	STK	SA	Prepare for, participate in, and conduct follow-up on meetings with C. Johnson (Prime Clerk) re: finalizing voting reports as requested by counsel to be used as exhibits to the voting declaration	Solicitation	1.20
09/12/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	3.70
09/12/19	STK	SA	Update master ballot database	Ballots	3.00
09/12/19	STK	SA	Review and respond to inquiry from N. Hwangpo (Weil) related to voting reports and vote declaration	Solicitation	1.30
09/13/19	CJ	DS	Conduct quality assurance review of text of voting declaration and accompanying voting exhibits	Solicitation	2.20
09/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up on calls with A. Hwang (Weil) on edits to voting declaration	Solicitation	0.50
09/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up on calls with P. DiDonato (Weil) on edits to voting declaration	Solicitation	0.40
09/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up on meetings with S. Kesler (Prime Clerk) re: finalizing voting reports as requested by counsel and/or to be used as exhibits to the voting declaration	Solicitation	1.30
09/13/19	CJ	DS	Review notes on excluded ballot reports to ensure consistency	Solicitation	1.10
09/13/19	CJ	DS	Review, edit, finalize, and file voting declaration	Solicitation	3.80
09/13/19	CLL	SA	Quality assurance review of incoming master ballots	Ballots	1.50
09/13/19	CLL	SA	Prepare vote declaration exhibits	Solicitation	6.50
09/13/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding updates to vote declaration (.2); review emails between Prime Clerk case team (C. Johnson, S. Kesler) and Weil (P. DiDonato, A. Hwang, N. Hwangpo) regarding same (.2)	Solicitation	0.40
09/13/19	JBZ	SA	Quality assurance review of incoming ballots	Ballots	0.50
09/13/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.40
09/13/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
09/13/19	STK	SA	Prepare vote declaration	Solicitation	6.90
09/13/19	STK	SA	Prepare for, participate in, and conduct follow-up on meetings with C. Johnson (Prime Clerk) re finalizing voting reports as requested by counsel and/or to be used as exhibits to the voting declaration	Solicitation	1.30
09/13/19	STK	SA	Review and analyze incoming ballots for validity	Ballots	6.00
09/13/19	STK	SA	Review and respond to inquiry from P. DiDonato (Weil) related to opt out and voting report	Corporate Actions	1.10
09/16/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
09/16/19	AJP	SA	Quality assurance review of incoming ballots	Ballots	0.30
09/16/19	CJ	DS	Prepare for, participate in, and conduct follow up on	Solicitation	0.30

Sears Holdings Corporation

Page 9

Invoice #: 10665

			meetings with S. Kesler (Prime Clerk) on inquiry from Simmons Bedding		
09/16/19	CJ	DS	Review docket for objections to confirmation and other pleadings that may be germane to the voting in connection with preparing for confirmation hearing	Solicitation	0.70
09/16/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.70
09/16/19	STK	SA	Prepare for, participate in, and conduct follow up on meetings with C. Johnson (Prime Clerk) on inquiry from Simmons Bedding	Solicitation	0.50
09/16/19	STK	SA	Review and respond to inquiry from P. DiDonato (Weil) related to solicitation of creditors	Solicitation	2.60
09/17/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with P. DiDonato (Weil) on status of confirmation hearing	Solicitation	0.10
09/17/19	DDS	SA	Quality assurance review of incoming ballots	Ballots	0.50
09/17/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.20
09/17/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	0.50
09/18/19	ACC	SA	Quality assurance review of incoming ballots	Ballots	0.10
09/18/19	CJ	DS	Coordinate with S. Kesler on providing A. Hwang (Weil) figures and statistics pertaining to solicitation and conduct the necessary follow-up	Solicitation	0.20
09/18/19	CJ	DS	Review and revise draft administrative expense claim settlement opt-out form and procedures	Corporate Actions	1.40
09/18/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
09/18/19	RY	SA	Quality assurance review of incoming ballots	Ballots	0.30
09/18/19	STK	SA	Coordinate with C. Johnson on providing A. Hwang (Weil) figures and statistics pertaining to solicitation and conduct the necessary follow-up	Solicitation	0.30
09/18/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	1.90
09/18/19	STK	SA	Review and respond to inquiry from A. Hwang (Weil) related to opt out parties	Corporate Actions	0.50
09/19/19	CJ	DS	Review pleadings that may raise questions pertaining to voting declaration	Solicitation	0.60
09/19/19	CJ	DS	Review, revise, and circulate to A. Hwang and P. DiDonato (Weil) administrative expense settlement opt-out election forms	Corporate Actions	1.10
09/19/19	CP	DS	Coordinate with Prime Clerk case team regarding administrative settlement opt out form	Corporate Actions	0.20
09/19/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.90
09/19/19	STK	SA	Review and respond to inquiry from A. Hwang (Weil) related to opt out parties	Corporate Actions	3.90
09/20/19	ACC	SA	Quality assurance review of incoming ballots	Ballots	0.10
09/20/19	CJ	DS	Respond to e-mail from R. Yeh (Clearly Gottlieb) re: Exhibit B to voting declaration	Solicitation	0.60
09/20/19	CJ	DS	Provide further revisions to administrative expense claim	Corporate	0.40

Sears Holdings Corporation

Page 10

Invoice #: 10665

			settlement opt-out form	Actions	
09/20/19	CMKK	SA	Respond to creditor inquiries related to plan	Call Center / Credit Inquiry	0.70
09/20/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.80
09/20/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.10
09/23/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.10
09/23/19	ACJ	DI	Review and respond to email correspondence re upcoming opt-out logistics; meet and confer with C. Liu re same	Corporate Actions	0.60
09/23/19	AMA	DI	Review email re opt out process; call with C. Johnson re same	Corporate Actions	0.20
09/23/19	CJ	DS	Coordinate with A. Adler (Prime Clerk) on the prospective procedures for processing incoming administrative expense claim settlement opt-out forms	Corporate Actions	0.10
09/23/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with P. DiDonato (Weil) on proposed revised Exhibit B to the voting declaration	Solicitation	0.20
09/23/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with R. Yeh (Clearly) on proposed revised Exhibit B to the voting declaration	Solicitation	0.10
09/23/19	CJ	DS	Prepare for, participate in, and conduct follow-up on meetings with C. Liu and R. Allen (Prime Clerk) on administrative expense claim settlement and corresponding opt-out form and the process and logistics for generating, mailing, and processing such forms	Corporate Actions	0.40
09/23/19	CJ	DS	Prepare procedures for processing and reporting on administrative expense claim settlement opt-out forms	Corporate Actions	0.40
09/23/19	CJ	DS	Review and revise draft administrative expense claim settlement opt-out form and term sheet and circulate comments to A. Hwang (Weil)	Corporate Actions	0.70
09/23/19	CLL	SA	Prepare for, participate in, and conduct follow-up on meetings with C. Liu and R. Allen (Prime Clerk) on administrative expense claim settlement and corresponding opt-out form and the process and logistics for generating, mailing, and processing such forms	Corporate Actions	0.60
09/23/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.50
09/23/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	1.70
09/23/19	NAMG	SA	Record receipt and timeliness of incoming ballots	Ballots	1.00
09/23/19	RMA	DI	Prepare for, participate in, and conduct follow-up on meetings with C. Liu and C. Johnson (Prime Clerk) on administrative expense claim settlement and corresponding opt-out form and the process and logistics for generating, mailing, and processing such forms	Corporate Actions	0.40
09/24/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.10
09/24/19	AJAD	SA	Quality assurance review of incoming ballot	Ballots	0.80
09/24/19	CJ	DS	Coordinate with S. Kesler (Prime Clerk) on the preparation of revised exhibit of invalid votes to be shared with Cleary Gottlieb and filed	Solicitation	0.20

Sears Holdings Corporation

Page 11

Invoice #: 10665

09/24/19	CJ	DS	Prepare for, participate in, and conduct follow-up on e-mail with N. Hwangpo (Weil) on timetable for service of administrative expense claim settlement opt-out forms	Corporate Actions	0.20
09/24/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
09/24/19	STK	SA	Coordinate with C. Johnson (Prime Clerk) on the preparation of revised exhibit of invalid votes to be shared with Cleary Gottlieb and filed	Solicitation	0.20
09/24/19	STK	SA	Prepare for and coordinate with R. Allen and C. Johnson (Prime Clerk) on noticing requirements relating to service and publication of administrative expense claim settlement opt-out forms and procedures	Corporate Actions	0.30
09/24/19	STK	SA	Prepare updated report of excluded ballots	Solicitation	0.70
09/25/19	CJ	DS	Review revised exhibit B to voting declaration (invalid ballot report) in preparation for filing	Solicitation	0.30
09/25/19	CMKK	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.40
09/25/19	STK	SA	Prepare vote declaration	Solicitation	1.20
09/25/19	SW	DI	Draft monthly fee statement	Retention / Fee Application	1.30
09/26/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.10
09/26/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.50
09/26/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	0.90
09/27/19	ACC	SA	Record receipt and timeliness of incoming ballots	Ballots	0.10
09/27/19	ACJ	DI	Review and file monthly fee statement	Retention / Fee Application	0.20
09/27/19	CJ	DS	Review pleadings affecting voting in connection with preparations for confirmation hearing	Solicitation	0.40
09/27/19	JBZ	SA	Record receipt and timeliness of incoming ballots	Ballots	0.30
09/27/19	JJB	SA	Quality assurance review of incoming ballots	Ballots	0.90
09/30/19	CJ	DS	Draft and circulate to M. Korycki (M-III Partners) draft talking points relating to administrative expense claims opt-out process	Corporate Actions	0.90
09/30/19	CJ	DS	Review and revise draft administrative expense claims opt-out form and procedures	Corporate Actions	0.60
09/30/19	JWY	SA	Quality assurance review of incoming ballots	Ballots	0.50
09/30/19	MMD	SA	Record receipt and timeliness of incoming ballots	Ballots	0.60
Total Hours					375.40

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$914.35

Expense Detail

Description	Units	Rate	Amount
Overtime Meals			\$260.00
Total Expenses			\$1,174.35

Exhibit B

Detail of Expenses Incurred by Prime Clerk Employees During the Statement Period

Employee Name	Date	Expense Type	Amount
Kesler, Stanislav	8/2/2019	After Hours Transportation	\$55.86
Kesler, Stanislav	8/26/2019	After Hours Transportation	\$21.80
Kesler, Stanislav	8/29/2019	After Hours Transportation	\$76.82
Kesler, Stanislav	9/3/2019	After Hours Transportation	\$76.82
Liu, Calvin	9/3/2019	After Hours Transportation	\$76.82
Liu, Calvin	9/3/2019	Overtime Meal	\$20.00
Kesler, Stanislav	9/5/2019	Overtime Meal	\$20.00
Kesler, Stanislav	9/5/2019	After Hours Transportation	\$76.82
Liu, Calvin	9/6/2019	Overtime Meal	\$20.00
Brown, Mark	9/9/2019	Overtime Meal	\$20.00
Kesler, Stanislav	9/9/2019	Overtime Meal	\$20.00
Kesler, Stanislav	9/9/2019	After Hours Transportation	\$76.82
Liu, Calvin	9/9/2019	After Hours Transportation	\$70.00
Liu, Calvin	9/9/2019	Overtime Meal	\$20.00
Brown, Mark	9/10/2019	Overtime Meal	\$20.00
Kesler, Stanislav	9/10/2019	Overtime Meal	\$20.00
Liu, Calvin	9/10/2019	Overtime Meal	\$20.00
Liu, Calvin	9/11/2019	After Hours Transportation	\$70.00
Liu, Calvin	9/11/2019	Overtime Meal	\$20.00
Orchowski, Alex	9/11/2019	After Hours Transportation	\$79.32
Orchowski, Alex	9/11/2019	Overtime Meal	\$20.00
Johnson, Craig	9/12/2019	After Hours Transportation	\$156.45
Liu, Calvin	9/12/2019	Overtime Meal	\$20.00
Orchowski, Alex	9/12/2019	Overtime Meal	\$20.00
Liu, Calvin	9/13/2019	After Hours Transportation	\$76.82
TOTAL			\$1,174.35